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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

Judge: Michael B. Kaplan

**THIRD SUPPLEMENTAL DECLARATION OF BARAK KLEIN IN SUPPORT
OF APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION FOR
ENTRY OF ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
MOELIS & COMPANY LLC AS INVESTMENT BANKER, CAPITAL MARKETS
ADVISOR, AND FINANCIAL ADVISOR**

I, Barak Klein, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

1. I am a Managing Director in the Recapitalization and Restructuring Group at Moelis & Company LLC (“Moelis”), the proposed investment banker, capital markets advisor, and financial advisor to the above-captioned debtors and debtors-in-possession (the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), which has its principal office at 399 Park Avenue, 5th Floor, New York, New York 10022.

2. On or about December 22, 2022, I submitted my *Declaration of Barak Klein in Support of Application of Debtors and Debtors in Possession for Entry of Order Authorizing Employment and Retention of Moelis & Company LLC as Investment Banker, Capital Markets Advisor, and Financial Advisor Effective as of the Petition Date* (the “Original Declaration,” attached as Exhibit A to the *Application of Debtors and Debtors in Possession for Entry of an Order Authorizing the Employment and Retention of Moelis & Company LLC as Investment Banker, Capital Markets Advisor, and Financial Advisor Effective as of the Petition Date* (the “Application,” [Docket No. 139]).²

3. On or about February 15, 2023, I submitted my *First Supplemental Declaration of Barak Klein in Support of Application of Debtors and Debtors in Possession for Entry of Order Authorizing Employment and Retention of Moelis & Company as Investment Banker, Capital Markets Advisor and Financial Advisor Effective as of the Petition Date in support of the Application* (the “First Supplemental Declaration,” [Docket No. 523], and together with the Original Declaration, the “Prior Declarations”).

4. On or about June 26, 2023, I submitted my *Second Supplemental Declaration of Barak Klein in Support of Application of Debtors and Debtors in Possession for Entry of Order Authorizing Employment and Retention of Moelis & Company as Investment Banker, Capital Markets Advisor and Financial Advisor Effective as of the Petition Date in support of the Application* (the “Second Supplemental Declaration,” [Docket No. 1123], and together with the Original Declaration and First Declaration, the “Prior Declarations”).

5. I am authorized to submit this third supplemental declaration (this “Third Supplemental Declaration”) on behalf of Moelis to supplement the disclosures set forth in the Prior Declarations.

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Application.

6. Pursuant to the Debtors' *Motion for Entry of an Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Parties in Interest Related to the Debtors' Professional Retention Applications* [Docket No. 127] (the "Motion to Seal"), and to avoid prejudicing the Debtors' sale processes, the Debtors previously requested that Moelis redact in its Prior Declarations the names of potential purchasers in these cases ("Potential M&A Counterparties")

7. Moelis understands that the Debtors have agreed with the United States Trustee for the District of New Jersey to now unredact the names of all currently redacted Potential M&A Counterparties (the "Unredacted Potential M&A Counterparties"). Schedule 1 annexed hereto contains a list of these Unredacted Potential M&A Counterparties.

8. All of these Unredacted Potential M&A Counterparties were previously included in Moelis' connections check process described in Moelis' Prior Declarations, and all necessary related disclosures were included in Moelis' Prior Declarations.

9. Accordingly, I believe that Moelis remains disinterested and eligible for retention by the Debtors in these Chapter 11 Cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on this 7th day of November 2023.

s/ Barak Klein
Barak Klein
Managing Director
Moelis & Company LLC

SCHEDULE 1

Unredacted Potential M&A Counterparties

21.co
3iQ Corp.
AB CarVal Investors LP
Abrams Capital LLC
Aeagean Group Holdings, LLC
Amun Holdings Limited
Anchorage Capital Group LLC
Antalp Capital (BVI) Ltd
Antalp Technologies Ltd.
AP Capital Investment Limited
Apollo Global Management Inc.
Arca
Ares Management Corp.
ARK Investment Management LLC
Arkon Energy
Aspen Creek Digital Corporation
Atalaya Capital Management LP
Atlas Holdings LLC
Atlas Power
Atlas Power Group
Atlas Technology Group LLC
AVGSF - BlockFi 2021, LLC
Bain Capital LP
Bain Capital Partnership Strategies
Bakkt
BankProv
Baupost Group LLC, The
BC Partners
Big Brain
Binance US
Binance.com
Bitdeer
Bitfarms Ltd.
BitFuFu
BitOoda Holdings Inc.
Bitrush, Inc.
Bitso
Bitstamp Limited
Blackbird Advisory
BlackRock Inc.
Blackstone Inc.
Block Inc.

Blockstream Corp. Inc.
Blockware Solutions LLC
Blue Owl Capital Inc.
Brevan Howard
Brigade Capital
BTC Mining Company
Cadenza Ventures
Canyon Capital Advisors
Castlelake
Centerbridge
Cerberus Capital Management
Chicago Atlantic
Cipher
CleanSpark
Columbia Pacific
Compass Mining
ConsenSys
Cormint Data Systems Inc.
Cross Tower
Crusoe Energy
Cumberland DRW LLC
Cumulus Coin LLC
D&P Recovery Services
D.E. Shaw
Davidson Kempner
Diameter Capital Partners
Digihost Technology
Discovery Capital Management
Disrupt Ventures LLC
Dragonfly Capital
EJF Capital
Elliott Investment Management
Energy Miner LLC
Enhanced Digital Group Inc.
EQT
eToro
FalconX
Figment Inc.
Fir Tree Partners
Flowdesk
Forest Road Asset Management LLC
Fortress Investment Group
Foundry Digital
Framework Ventures
Francisco Partners
FRNT Financial Inc.

Galaxy Digital Holdings
Gemini Trust Co.
Genesis Digital Assets
GIC Special Opportunities
Gilley Enterprises LLC
Global X Management Co. LLC
GoldenTree Asset Management LP
Gordon, Angelo
GSR Markets Limited
HPS Investment Partners LLC
Hudson Bay Capital Management LP
Hunting Hill Global Capital, LLC
Hut 8 Mining
Icebreaker Finance Pty Ltd.
ICONIQ Capital LLC
Iman Capital Partners Ltd.
INX
Iris Energy Ltd.
Jane Street Group LLC
Jane Street Group, LLC
Kennedy Lewis Investment Management LLC
King Street Capital Management LP
Kingsway Capital Partners Ltd.
KKR & Co. Inc.
Kryptovault
Ledn Inc.
Luxor Technologies Inc.
M1 Finance
Macquarie Group Ltd.
Magnetar Capital LLC
Maple Finance
Marathon Digital Holdings Inc.
Mariner Investment Group LLC
Matrixport Technologies Ltd.
MaxBoring LLC
Medallion Consulting Services LLC
Merkle Standard
Metavesco, Inc.
Milo Holdings, Inc.
Mission Lane LLC
Monarch Alternative Capital LP
Morgan Stanley
Murchinson Ltd.
New York Digital Investment Group LLC
Nexo Inc.
NextEra Energy Inc.

Nixon Peabody LLP
North Rock Digital LLP
NovaWulf Digital Management LP
NYDIG Asset Management LLC
Oak Hill Capital Management LLC
Oaktree
One River Asset Management LLC
Outset Global Trading Limited
Owl Creek
P. Schoenfeld Asset Management LP
Paloma Partners LLC
ParaFi Capital LP
Parataxis Capital
Paribu
Paxos Trust Company, LLC
Payward Inc.
Peak Rock Capital LLC
Pentwater Capital Management LP
Pepper Hu LTD
Pi Consulting
Pivotal Group Inc.
Public Holdings, Inc.
Quantum Technoloy
Redwood Capital Management LLC
Riot Blockchain Inc.
SAI.TECH
Sculptor Capital Management Inc.
Senator Investment Group LP
Serene Investment Management LLC
Sesterce US Inc.
Silver Point Capital LP
Sixth Street
SkyBridge Capital
SpiderMining Inc.
Statar Energy US Inc.
Stonepeak
Stronghold
SunnySide Digital
Supplybit
Talen Energy
Talos Trading, Inc.
Temasek
Thoma Bravo
Thoma Bravo LP
Thomas H. Lee
Thomas H. Lee Partners LP

Thunder Bridge Capital LLC
U.S. Data Group, Inc.
US Farms and Mining Inc
VCV Digital
Vistra Group
WhiteHawk Capital Partners
WhiteHawk Capital Partners LP
Wisdom Tree
WonderFi Technologies Inc.
XBTO